

Proposed Amendment and Extension of the Environmental Cooperative Agreement between Cook Composites and Polymers Co. and Wisconsin Department of Natural Resources

(July 20,2006 Proposed Amendment for Public Comment)

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- A. Cook Composites and Polymers Co. Saukville 304 Railroad St.: Facility Permits, Approvals, Activities, Identification Numbers and WDNR Program Contacts
- B. Cook Composites and Polymers Co. Community Advisory Committee Participants

ATTACHMENTS

- 1. Pollution Limits [Corrective Action Plan Requirements and Approval]
 - August 22, 1994 Plan Modification Approval to Impose State Equivalent Corrective Action
 - January 10, 1995 Minor Modification of a Plan of Operation - Continuing Corrective Measures, RCRA Facility Investigation Work plan
- 2. TOTAL / CCP Health, Safety and Environment Quality Charter

For more information or to provide comments on the CCP Environmental Cooperative Agreement contact:
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This Agreement is being entered into, pursuant to s. 299.80, Wis. Stats., and represents the conditions agreed upon by the Wisconsin Department of Natural Resources (WDNR) and Cook Composites and Polymers Co. (CCP), for the purpose of providing an alternative method for the regulation of CCP's environmental impacts.

FOR AND IN CONSIDERATION of the terms and conditions contained in this agreement, WDNR and CCP set forth the following:

I. FACILITY INFORMATION.

Facility Name: Cook Composites and Polymers Co. (CCP)

Facility Location: 340 Rail Road Street, Saukville, Wisconsin

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Project Summary

The initial Environmental Cooperative Agreement between Cook Composites and Polymers Co. (CCP) and Wisconsin Department of Natural Resources (WDNR), signed in 2001, focused on evaluating the feasibility and desirability of a project to eliminate five million pounds of a characteristically hazardous wastewater and the need for a hazardous waste incinerator. Specifically, CCP committed to cease burning hazardous waste in its incinerator; establish an environmental management system (EMS); and seek other opportunities for waste minimization, pollution prevention, product stewardship and other environmental benefits at CCP's Saukville, Wisconsin facility in cooperation with its neighbors, customers, the local community, and WDNR.

Based on the successful implementation of the 2001 agreement, CCP and WDNR are renewing the agreement for another five years, as allowed in the enabling legislation. This renewed Environmental Cooperative Agreement provides the framework for CCP and WDNR to identify, prioritize, allocate or leverage public, private and academic resources that may support CCP in its Saukville and CCP enterprise-level initiatives toward *Superior Environmental Performance* and community sustainability. Following are the three jointly developed visions for this agreement and their associated mission statements.

Vision Element 1. Utilizing the framework of its integrated management system, CCP Saukville, reduces its environmental footprint, achieves continual improvement toward operations excellence, superior environmental performance, and sustainability.

1.1 CCP continues to explore and implement onsite opportunities for waste minimization, pollution prevention, reducing energy use and greenhouse gases, noise and odor prevention, and other environmental and sustainability improvements. CCP Continues long-term reductions in the amount of wastes generated and contaminants and pollutants released giving priority to those pollutants, contaminants and waste of highest health and environmental concern and preventing undesirable transfer of chemical releases from one media (air, water, land) to another.

1.2 CCP continues an effective dialogue with its neighbors and the Saukville community at large, resulting in better business, environmental and societal decisions by CCP, community enhancement, and mutual trust.

1.3 WDNR and CCP will participate in a joint environmental management system review process for work planning and regular communication and use the process to work out the details necessary to implement this agreement, oversee the agreed upon activities, measure continuous improvement and report on progress.

Vision Element 2. CCP, WDNR and others collaborate to foster sustainable communities in Saukville, Ozaukee County, southeastern Wisconsin and the entire state by creating environmental improvements that also result in business and governmental efficiencies.

2.1 CCP and WDNR work together and with the Community Advisory committee to create local and regional partnerships to increase energy efficiency, reduce emissions of greenhouse gases, reduce water use, enhance storm water management, and create other environmental or natural resource improvements.

2.2 WDNR leverages assistance from, and collaborations with, other State and Federal agencies or national organizations with appropriate expertise, resources and/or common interests.

Vision Element 3. Together, CCP and WDNR drive market-based environmental solutions and improvement.

3.1 CCP takes a leadership role in product design and stewardship, by integrating health, safety and environmental considerations into the design, development, improvement and marketing of its products. This includes a commitment to conserve, where possible natural resources and energy. In partnership with its customers CCP strives to encourage continued environmental stewardship in the use and ultimate disposal of its products.

3.2 WDNR facilitates connections among industry sector partnerships, Green Tier and other progressive companies with common product and environmental interests, and targeted WDNR, EPA and university programs to enhance environmental stewardship and market development options for CCP products and applications.

3.3 WDNR and CCP apply the experiences of the Environmental Cooperation Pilot Program, Green Tier, Air Permit Streamlining Project and other innovation projects to speed the process of implementing modifications that support innovation and superior environmental performance relating to CCP's operations and products.

As part of this renewed agreement, CCP recommits to continual improvement efforts at operational control using its integrated management system. CCP will continue to explore opportunities for waste minimization, pollution prevention, noise and odor prevention, product stewardship, and other environmental and sustainability improvements.

In the renewal of this Agreement, CCP also commits to the “return of experience” of its business case for achieving *Superior Environmental Performance* and sustainability. CCP Saukville will engage its industrial and commercial neighbors, its customers, the Village of Saukville, and Ozaukee County to help encourage local, regional and state environmental improvement.

In addition, WDNR and CCP will jointly commit or leverage resources and relationships to engage state and regional partners and networks that foster cooperative, market-based and community-based opportunities for CCP to achieve and generate environmental improvement.

CCP has found that faster and greater environmental gains may be accomplished through collaborative partnerships leading to innovation in product formulation by CCP, and the application and demonstration of such innovative technology through its customers. WDNR will identify, solicit, and allocate internal and external resources to develop partnerships targeted to the paint and coatings, shipbuilding, builders / building materials, coil coating, marine manufacturing, forest products, composites manufacturing, and water infrastructure industry sectors, or other appropriate and available sectors identified during the course of the Agreement.

Facility and Project Background Information

The CCP Saukville facility manufactures polyester and alkyd resins used in a variety of applications including coatings, sanitary, building materials, automotive, infrastructure, and marine industries. The facility, located approximately 25 miles north of Milwaukee, began resin production in 1949 and employs approximately 60 full-time employees.

CCP acquired the Saukville facility and other assets on December 31, 1990 from Freeman Chemical Corporation. CCP is a Joint Venture of TOTAL Composites Inc., a subsidiary of the global energy company TOTAL based in France, and Curran Composites Inc. of Kansas City, MO. CCP is headquartered in Kansas City, MO and operates with its sister company CRAY VALLEY within the Resins Division of the TOTAL Chemical Branch.

The CCP Saukville facility now produces about 60 million pounds of resin per year. Over the past 5 years, this facility has greatly increased its production of water-based dispersions, which now account for almost half of total production. The primary wastes generated at the facility are:

- polyester by-product reaction water
- spent azeotrope xylene by-product
- spent xylene solvent rinses
- spent glycol scrubber solution and rinses
- resin filtration media and residue
- miscellaneous off-specification resin and polymer materials

The facility routinely provides information on its emissions, discharges and waste generation for its incinerator and other operations to WDNR under the separate reporting and permitting requirements of Wisconsin's Hazardous Waste, Air, Water and other environmental laws

CCP continues to develop innovative products for composites and polymers product offerings that, as replacements to prior technology, benefit the environment to a degree far greater than may be achieved through its operational controls at its facility. CCP will refer to this initiative as its Design-for-Environment (DfE) process and will use established U.S. Environmental Protection Agency (EPA) and other recognized guidance in developing its program.

During the five years of the initial agreement,

- CCP created a stakeholder process built on open dialogue and trust. They have worked with the community to develop a complaint feed-back system that is helping them respond rapidly to odor and noise complaints and make cost-effective investments to eliminate root causes.
- CCP removed certain toxic constituents in its waste so that it no longer burns hazardous waste in its incinerator, and eliminated the need to have a costly RCRA Hazardous Waste TSD license.
- CCP employees reduced solvents used for cleaning kettles from 1.7 million pounds a year to less than 1.2 million pounds a year.
- CCP introduced new product lines of low VOC coatings and polymers, including water based alkyd resins that help their customers reduce emissions and meet Clean Air requirements.

As part of this agreement CCP commits to continual improvement through programs implemented through its integrated management system and new initiatives in sustainability. CCP commits to take a leadership role in sharing its experience and advancing such sustainable business activities in the State of Wisconsin. WDNR commits to expand its efforts to help CCP develop and facilitate partnerships and networks in the public and private sector that could improve environmental performance and sustainability through market development and demonstration, market-based solutions, and energy efficiency.

II. DEFINITIONS. The following definitions are applicable to this agreement:

1. "Approval" means a permit, license or other approval issued by the WDNR under chs. 280 to 295, Wis. Stats.
2. "Environmental Cooperative Agreement" means an agreement entered into under section 299.80(6), Wis. Stats.
3. "Environmental management system" means an organized set of procedures implemented by the owner or operator of a facility to evaluate the environmental performance of the facility and to achieve measurable or noticeable improvements in that environmental performance through planning and changes in the facility's operations.
4. "Environmental performance" means the effects whether regulated under chs. 280 to 295, Wis. Stats., or unregulated, of a facility on air, water, land, natural resources and human health.
5. "Facility" means all buildings equipment and structures located on a single parcel or on adjacent parcels that are owned or operated by the same person.
6. "Interested person" means a person who is or may be affected by the activities at a facility that is covered or proposed to be covered by a cooperative agreement or a representative of such a person.
7. "Performance evaluation" means a systematic, documented and objective review conducted by or on behalf of the owner or operator of the facility including an evaluation of compliance with the cooperative agreement covering the facility, approvals that are not replaced by the cooperative agreement and the provision of chs. 280 to 295, Wis. Stats., and rules promulgated under those chapters for which a variance is not granted.
8. "Pollutant" means any of the following: any dredged spoil, solid waste, incinerator residue, sewage, garbage, refuse, oil, sewage sludge, munitions, chemical wastes, biological materials, radioactive substance, heat, wrecked or discarded equipment, rock, sand, cellar dirt, or industrial, municipal, or agricultural waste discharged into water or onto land. Any dust, fumes, mist, liquid, smoke, other particulate matter, vapor, gas odorous substance or any combination of those things emitted into the air but not uncombined water vapor.
9. "Violation" means a violation of a cooperative agreement, of an approval that is not replaced by the cooperative agreement or of a provision of chs. 280 to 295, Wis. Stats., and rules promulgated under those chapters for which a participant has not received a variance.

V. PERIOD OF AGREEMENT.

This agreement begins on the date when it has been signed by both parties and continues for 5 years from that date, during which period CCP and WDNR shall abide by all terms and conditions contained herein.

I. AMENDMENT/REVOCATION.

Pursuant to s. 299.80(7), Wis. Stats., WDNR may amend this agreement with the consent of CCP, or for cause. WDNR may revoke this agreement at the request of CCP or if CCP is in substantial noncompliance, refuses to amend this agreement, is unable or unwilling to meet commitments to superior environmental performance or has not addressed a substantive issue raised by a majority of the interested persons. (s. 299.80 (7), Wis. Stats.). The WDNR shall provide at least 30 days for public comment on the proposed amendment or revocation of this cooperative agreement and an opportunity for a hearing if comments demonstrate considerable public interest in the proposed action. Other interim requirements upon revocation consistent with s. 299.80 and chs. 280 to 295, Wis. Stats.

V. ENTIRE AGREEMENT.

This agreement, together with any specifications, referenced parts, attachments and effective amendments shall constitute the entire agreement. Communications or understandings made prior to the signing of this agreement and pertaining to its subject matter are hereby superseded. All revisions to this agreement must be made by a written amendment to this agreement, signed by both parties and issued under the same procedures as this agreement.

VI. APPROVALS COVERED.

Table A lists by number the WDNR permits and approvals for CCP's Saukville Facility located at 340 Rail Road Street. The table indicates how these permits and approvals are impacted by this agreement. Table A also summarizes other environmental activities and identification numbers, and lists CCP and WDNR program contacts for CCP's Saukville Facility. Nothing in this agreement shall relieve CCP of the obligation to comply with applicable local, state and federal laws and requirements or the terms and conditions of any license, permit or other approval, except as expressly provided in this agreement.

VII. INTERESTED PERSONS GROUP (COMMUNITY ADVISORY COMMITTEE)

CCP utilizes its Community Advisory Committee to regularly meet with stakeholders, obtain stakeholder feedback on its overall environmental performance, and share information about its Environmental Cooperative Agreement, Integrated Management System, and waste minimization projects.

Many of the CCP Saukville employees are represented by the United Auto Workers (UAW). All employees of CCP are stakeholders in CCP's environmental and business strategies. As such, CCP management and hourly union employees are informed of CCP's activities through its newsletters and provided opportunities to participate in the Community Advisory Committee.

**Public Participation and Trust Objectives of Wisconsin's
Environmental Cooperative Agreement Program (Section 299.80
Wisconsin Statutes)**

*Encourage public participation, and consensus among interested persons, in
the development of innovative environmental regulatory methods and in
monitoring the environmental performance of projects.*

Seek to improve the provision of useful information to the public about

the environmental and human health impacts of facilities on communities.

Provide public access to information about performance evaluations conducted by participants in the program under this section.

Encourage facility owners and operators and communities to work together to reduce pollution to levels below the levels required under chs. 280 to 295.

Seek to increase trust among government, facility owners and operators and the public through open communication and support of early and credible resolution of conflicts over issues concerning the environment and environmental regulation.

Recognizing the public participation and trust objectives of s. 299.80 Wis. Stats., (see box, above), CCP commits to continue community information exchange and dialogue, to the extent possible, relating to all aspects of CCP environmental activities during the period of this agreement.

Stakeholder participation will be used to enhance the following environmental activities:

- Renewal of this Environmental Cooperative Agreement
- Other waste minimization and pollution prevention activities
- Development and implementation of the CCP Integrated Management System
- Remediation activities under RCRA Corrective Action
- Environmental concerns of CCP, its neighbors, the local community, WDNR and other stakeholders
- Overall environmental performance of CCP

A. Community Advisory Committee

- As part of its commitment, CCP will maintain its Community Advisory Committee with reasonable efforts to involve relevant stakeholders, including but not limited to:
 - Neighbors
 - CCP Employees
 - Area businesses
 - Area schools
 - Local elected and appointed officials
 - WDNR staff
 - Ozaukee County Emergency Government
 - Saukville Public Works Department
 - Saukville Fire Department
 - Citizen groups
 - Others in the Saukville area who may be affected by or interested in the CCP facility and its activities
- The CCP Community Advisory Committee will meet semi-annually at CCP Saukville, or as agreed upon by the Committee if more frequent meetings are needed. Meetings will be open to the public, and persons not officially members may provide input or feedback at a set time on each agenda.

- CCP will provide a current Community Advisory Committee membership list and other information including agendas and meeting summaries to members of the committee, the WDNR, and at the Saukville Public Library.

B. Community Outreach

CCP commits to provide ongoing opportunities for information exchange and dialogue with the community through implementation of its outreach plan including:

- Maintain its newsletter (CCP EnviroNews) to regularly communicate with the Community Advisory Committee, affected residents, Saukville businesses, and others who indicate an interest in CCP and its environmental performance.
- Repeat the Community Survey every two years to gauge stakeholder perception of CCP's environmental performance changes and find-tune the outreach plan
- Provide access to information relevant to CCP's Environmental Cooperative Agreement, environmental performance and the advisory committee at the Saukville public library and consider providing similar information on a web site.
- Provide information to the local media and encourage them to regularly provide information to the community about CCP process changes and environmental activities.
- CCP will provide additional opportunities for community information exchange and dialogue as appropriate.

C. Evaluation

1. CCP will annually review the Outreach Plan with its Advisory Committee and adjust the program as necessary, providing a summary of changes as part of its annual performance evaluation.
2. CCP will report on its Community Advisory Committee and Outreach Plan in its annual performance evaluation (reference Section XII).

VIII. COMMITMENT TO INTEGRATED MANAGEMENT SYSTEM.

CCP shall maintain an Integrated Management System that includes an Environmental Management system that meets the standards for environmental management systems issued by the International Organization for Standardization (ISO) or that has equivalent components. CCP has implemented a system developed in a partnership between TOTAL and Det Norske Veritas (DNV), an international recognized leader in quality, environmental and safety management systems development and Certification. DNV has certified that CCP has implemented an integrated management system that is based on the standards for environmental management systems issued by the International Organization for Standardization (ISO) or has equivalent components.

IX. COMMITMENT TO SUPERIOR ENVIRONMENTAL PERFORMANCE.

CCP as an affiliate company of the chemical branch of TOTAL is responsible to conform with the TOTAL Health, Safety, Environment and Quality Charter (Attachment 2). TOTAL has committed to make Sustainable Development an integral part of their corporate culture and core business. TOTAL's vision of sustainable development is consistent with the guiding principles in the 1987 Brundtland Report developed by the World Commission on Environment and Development (WCED).

Sustainable development is development that meets the needs of the present without compromising the ability of future generations to meet their own needs.

Vision, Mission, and Goal Statements for the CCP-WDNR Environmental Cooperative Agreement

As part of CCP's commitment to Superior Environmental Performance, CCP and WDNR commit to going beyond what would otherwise be required in environmental regulations by setting the following goals for this Agreement. Both CCP and WDNR recognize that some of these are "stretch" goals—they may not be easily attainable but are worthy of a strong effort to achieve them. The goals follow from each of the three visions and their associated mission statements listed in the Project Summary and repeated below in the shaded boxes. Annual priorities for each year will be developed during joint environmental management review meetings and in dialogue with the community through CCP's Community Advisory Committee. CCP and WDNR will annually report on the progress toward these goals (see section XII.)

Following each goal are input (activity) and output (result) measurements for tracking and reporting during the period of the agreement. The output measurements are listed relative to the benefits to business; benefits to the community, and society and the benefits to the environment reflecting the "triple bottom line" of sustainable development. Those output measurements that are somewhat difficult to quantify, indicated with a "*", will initially be reported on qualitatively.

Vision 1. Utilizing the framework of its integrated management system, CCP Saukville, reduces its environmental footprint, achieves continual improvement toward operations excellence, superior environmental performance, and sustainability.

1.1 CCP continues to explore and implement onsite opportunities for waste minimization, pollution prevention, reducing energy use and greenhouse gases, noise and odor prevention, and other environmental and sustainability improvements. CCP continues long-term reductions in the amount of wastes generated and contaminants and pollutants released giving priority to those pollutants, contaminants and waste of highest health and environmental concern and preventing undesirable transfer of chemical releases from one media (air, water, land) to another.

1.2 CCP continues an effective dialogue with its neighbors and the Saukville community at large, resulting in better business, environmental and societal decisions by CCP, community enhancement, and mutual trust.

1.3 WDNR and CCP will participate in a joint environmental management system review process for work planning and regular communication and use the process to work out the details necessary to implement this agreement, oversee the agreed upon activities, measure continuous improvement and report on progress.

Goal 1.1 Continue to explore and implement opportunities to reuse and recycle spent xylene.

Input Measurement (Activity)	Output Measurement (Outcome)
Vendor contacts	Environmental benefits, such as: <ul style="list-style-type: none">• Amount of xylene recycled and returned to process• Amount of xylene distilled and recycled by others• Amount of xylene beneficially reused (e.g. fuel blending)
End user contacts	Community and Societal benefits, such as: <ul style="list-style-type: none">• To be determined through management reviews (Goal 1.7) and in consultation with the community (Goal 1.6)
EMP project team meetings	Business benefits, such as: <ul style="list-style-type: none">• Reduced amount of xylene purchased per million pounds of production• Reduced amount of waste xylene generated per million pounds of production• Money saved

Goal 1.2 Evaluate the feasibility of a centralized treatment management for reaction water from several of CCP's U.S. facilities at another CCP locations. If this proves to be technically, economically and environmentally feasible, then cease incineration and begin off-site management of reaction water from the CCP Saukville facility. If not feasible, continue to evaluate other management alternatives.

Input Measurement (Activity)	Output Measurement (Outcome)
Systematic progress reporting and development of a schedule for activities and responsibilities at management review meetings	Environmental benefits, such as: <ul style="list-style-type: none">• Reduction in greenhouse gas emissions• Reduction in NO_x emissions• Amounts of other organic materials recovered• Amount of glycol recovered and reused
	Community and Societal benefits, such as: <ul style="list-style-type: none">• To be determined through management reviews (Goal 1.7) and in consultation with the community (Goal 1.6)

Business benefits, such as:

- Reduction in natural gas use
- Money savings

Goal 1.3 Enlist utility and other partners to help CCP evaluate and reduce its energy use and greenhouse gas generation at its Saukville facility, including waste heat recovery and cogeneration options.

Input Measurement (Activity)	Output Measurement (Outcome)
Partner contacts	Environmental benefits, such as:
Energy usage study	<ul style="list-style-type: none">• Reductions in greenhouse gas emissions per million pounds of production• Natural resources conserved
EMP project team meetings	Community and Societal benefits, such as:
Partnerships and projects developed	<ul style="list-style-type: none">• Dialogues and partnerships in the community for economic and environmental benefits*
	Business benefits, such as:
	<ul style="list-style-type: none">• Natural gas use per million pounds of production• Electricity use per million pounds of production• Electricity generated per million pounds of production• BTUs of heat recovered per million pounds of production

Goal 1.4 Explore additional options for continual improvement and superior environmental performance at the CCP Saukville facility as they are suggested by WDNR, CCP employees, the Community Advisory Committee or others.

Input Measurement (Activity)	Output Measurement (Outcome)
Community Advisory Committee agenda opportunities	Environmental Benefits, such as:
	<ul style="list-style-type: none">• New Environmental Management Programs (EMPs) resulting from these discussions*
	Business, Community and Societal benefits, such as:
	<ul style="list-style-type: none">• Community dialogue and problem solving*

Goal 1.5 CCP will evaluate technical and institutional options to enhance cleanup of CCP's RCRA Corrective Action site with WDNR and others

Input Measurement (Activity)
Management review meetings with schedule and responsibilities identified for related activities.
Pilot test demonstration
Remedial action options report or equivalent
Evaluation of institutional options for enhanced cleanup

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> Improved groundwater quality as indicated by monitoring results
Community and Societal benefits, such as: <ul style="list-style-type: none"> Cleanup of contaminated site
Business benefits, such as: <ul style="list-style-type: none"> Selection of cost and environmentally effective remedial options based on pilot test and groundwater monitoring results After cleanup, reductions in cost of monitoring and treatment Reduced liability

Goal 1.6 Continue the dialogue among CCP, WDNR, CCP's neighbors, and the Village of Saukville via the Community Advisory Committee and reach out to additional stakeholders that have not yet been engaged. WDNR will continue to have an officially designated representative that participates regularly in the meetings.

Input Measurement (Activity)
Community Advisory Committee meetings
CCP <i>EnviroNews</i> newsletters
Biennial update of stakeholder mapping
New stakeholder contacts

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> Environmental improvements developed through business-community dialogue and problem solving*

Updated binder in library

Biennial community survey

Biennial Community Advisory Committee member survey

Community and Societal benefits, such as:

- Increased dialogue and cooperative problem-solving within community*
- Local, regional and statewide recognition*

Business benefits, such as:

- Changes in relationship with community as indicated by:
 - Community survey results
 - Biennial Community Advisory Committee survey
- Local, regional and statewide recognition*

Goal 1.7 CCP and WDNR meet semiannually, or more frequently as agreed upon, in a management review of the CCP management system. This includes review of environmental management projects (EMPs), adjustment of ongoing activities, evaluation of permits, agreement on action items for future activities; and then sharing the outcomes with the public. The annual report development and review process required by the Environmental Cooperation Pilot Program enabling legislation will be incorporated into this joint management review. CCP and WDNR commit to allocate personnel to ensure effective management system review.

Input Measurement (Activity)
Management review meetings
Meeting summary identifies future projects and resource commitments and is shared with public
WDNR staff training in Environmental Management Systems
Results of meetings are integrated into CCP and WDNR work-planning and business planning as appropriate
Evaluation potential value to continue dialogue and other activities as part of Green Tier Program.

Output Measurement (Outcome)
Environmental Benefits: <ul style="list-style-type: none">• Annual report for the Environmental Cooperation Agreement (documents performance)• Specific Environmental Management Program (EMP) output measurements
Community and Societal benefits, such as: <ul style="list-style-type: none">• Transparency and dialogue*
Business benefits, such as: <ul style="list-style-type: none">• Regulatory compliance• Management system conformance

Goal 1.8 Both CCP and WDNR establish and formalize single points of contact for this agreement and succession plans in order to replace these contacts when necessary.

Input Measurement (Activity)	Output Measurement (Outcome)
Identification of current contacts on WDNR web site	To be determined as part of management reviews (Goal 1.7).

Goal 1.9 Apply the lessons learned in implementing the Environmental Cooperative Agreement at CCP Saukville to CCP facilities in Virginia, Michigan, Texas, Missouri, Washington and California. WDNR shares its experiences with their counterpart environmental agencies in the states these facilities are located in.

Input Measurement (Activity)	Output Measurement (Outcome)
Community involvement processes started	Business benefits, such as: <ul style="list-style-type: none"> To be determined through management reviews (Goal 1.7) and in consultation with the community (Goal 1.6)
Sustainability initiatives launched	Community and Societal benefits, such as: <ul style="list-style-type: none"> To be determined through management reviews (Goal 1.7) and in consultation with the community (Goal 1.6)

Vision 2. CCP, WDNR and others collaborate to foster sustainable communities in Saukville, Ozaukee County, southeastern Wisconsin and the entire state by creating environmental improvements that also result in business and governmental efficiencies.

2.1 CCP and WDNR work together and with the Community Advisory Committee to create local and regional partnerships to increase energy efficiency, reduce emissions of greenhouse gases, reduce water use, enhance storm water management, and create other environmental or natural resource improvements.

2.2 WDNR leverages assistance from, and collaborations with, other State and Federal agencies or national organizations with appropriate expertise, resources and/or common interests.

Goal 2.1 Share the experiences and lessons learned from implementing the first Environmental Cooperation Agreement between CCP and WDNR with other local and regional businesses and solicit their participation in Green Tier or some other

sustainability dialogue

Input Measurement (Activity)
Events participated in
Contacts made

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> • Participation in Green Tier with commitments to superior environmental performance • Environmental improvements produced by companies and others that participate as a result of CCP efforts*
Community and Societal benefits, such as: <ul style="list-style-type: none"> • Business sustainability dialogue*
Business benefits such as: <ul style="list-style-type: none"> • Network development*

Goal 2.2 Share CCP's community involvement experiences with other local and regional businesses and organizations.

Input Measurement (Activity)
Invitations to Community Advisory Committee meetings
Other community dialogue

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> • Environmental Improvements that result from business and community dialogue*
Community and Societal benefits, such as: <ul style="list-style-type: none"> • Increased transparency, dialogue and trust for public and businesses*
Business benefits, such as: <ul style="list-style-type: none"> • Recognition of CCP's commitment to and leadership in stakeholder processes and community dialogue* • New company dialogues*

Goal 2.3 Help the Village of Saukville and its citizens to individually and collectively assess their environmental impacts; and evaluate goals and priorities for addressing environmental, natural resource and sustainability issues. One example might be the development of stormwater demonstration pilot projects and initiatives to protect Milwaukee River and Lake Michigan water quality. Another example might be waste reduction and recycling initiatives.

Input Measurement (Activity)
Public and private partners
Aspect and impact analysis
Demonstration projects, educational initiatives and partnerships developed. For an example a project related to stormwater management might include: <ul style="list-style-type: none"> Stormwater bioretention / rain garden or semi pervious pavement demonstration projects Environmental initiatives during Riverfest or other opportunities that includes education and options for individual action (stenciling storm sewers, rain barrel sales, rain garden plant sales etc)

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> Identification of Saukville's "environmental footprint" and results from individual citizen, business and community efforts to address*
Community and Societal benefits, such as: <ul style="list-style-type: none"> Village-wide sustainability dialogue* Enhancement of Village efforts and results related to environment*
Business benefits, such as: <ul style="list-style-type: none"> Community dialogue*

Goal 2.4 With the support of Wisconsin's Manufacturing Extension Partnership (MEP), WDNR and CCP jointly sponsor a "LEAN and CLEAN Manufacturing" training event for Saukville businesses and use the "LEAN and CLEAN" approach to stimulate discussion of environmental management systems and Green Tier among area businesses.

Input Measurement (Activity)
Contacts with MEP program
Curriculum development
Training events and opportunities
Partnerships or projects developed

Output Measurement (Outcome)
Environmental benefits, such as <ul style="list-style-type: none"> Development of environmental management systems* Participation in Green Tier with commitments to superior environmental performance
Community and Societal benefits, such as: <ul style="list-style-type: none"> Business retention*
Business benefits, such as: <ul style="list-style-type: none"> "LEAN and CLEAN" event and training Improved business competitiveness in global market*

Goal 2.5 Collaborate with the Village of Saukville to create a public education forum to talk about environmental and sustainability issues. If successful, work with WDNR and regional partners to expand this effort to the southeastern Wisconsin region and connect with similar international efforts.

Input Measurement (Activity)
Partner contacts (e.g. schools)
Partnerships or projects developed

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> To be determined through management reviews (Goal 1.7) and in consultation with the community (Goal 1.6)
Community and Societal benefits, such as: <ul style="list-style-type: none"> Educational activities (e.g. speakers, curriculum)
Business benefits, such as: <ul style="list-style-type: none"> Public dialogue*

Goal 2.6 Explore opportunities for energy, water and other natural resource conservation, recovery and other synergies among Saukville businesses, WE Energies, statewide utility organizations and nonprofit organizations.

Potential Partners identified
Partner contacts
Partnership or projects developed

Environmental benefits, such as: <ul style="list-style-type: none"> Reductions in total greenhouse gas emissions Reductions in total water use Reductions in total energy use
Community and Societal benefits, such as: <ul style="list-style-type: none"> To be determined through management reviews (Goal 1.7) and in consultation with the community
Business Benefits, such as: <ul style="list-style-type: none"> Money saved

Goal 2.7 Explore additional options for local and regional partnerships for environmental or natural resource improvements and sustainability as they are suggested by WDNR, CCP, the Community Advisory Committee, the Village of Saukville or any of our other partners.

Input Measurement (Activity)
Community Advisory Committee agenda opportunities
Other dialogue

Output Measurement (Outcome)
New projects and the benefits associated with them
New partnerships and the benefits associated with them
To be determined through management reviews (Goal 1.7) and in consultation with the community

Vision 3. Together, CCP and WDNR drive market-based environmental solutions and improvement.

3.1 CCP takes a leadership role in product design and stewardship, by integrating health, safety and environmental considerations into the design, development, improvement and marketing of its products. This includes a commitment to conserve, where possible natural resources and energy. In partnership with its customers CCP strives to encourage continued environmental stewardship in the use and ultimate disposal of its products.

3.2 WDNR facilitates connections among industry sector partnerships, Green Tier and other progressive companies with common product and environmental interests, and targeted WDNR, EPA and university programs to enhance environmental stewardship and market development options for CCP products and applications.

3.3 WDNR and CCP apply the experiences of the Environmental Cooperation Pilot Program, Green Tier, Air Permit Streamlining Project and other innovation projects to speed the process of implementing modifications that support innovation and superior environmental performance relating to CCP's operations and products.

Goal 3.1 WDNR and CCP work together, as needed, to identify appropriate, existing criteria and third-party organizations to evaluate the environmental aspects (potential and existing environmental impacts) of new and existing products and their applications.

Input Measurement (Activity)
Organization contacts
Networks established
Tools, criteria and organization identified to help evaluate environmental aspects of products.

Output Measurement (Outcome)
Environmental benefits, such as: <ul style="list-style-type: none"> Environmental improvements associated with products designed with consideration of their environmental aspects*
Community and Societal benefits, such as: <ul style="list-style-type: none"> Transparent evaluation and certification process for products*
Business benefits, such as:

- Increase in value of products that have environmental benefits
- New market for products that have environmental benefits

Goal 3.2 CCP, with WDNR's facilitation, explores the options for partnerships and projects with the U.S. Forest Products Laboratory and others involved with Wisconsin's forest products industry and research in the evaluation, development and demonstration of the use of environmentally preferable and sustainable CCP products (including coating resins, powder resins and dispersions) in composite materials and new wood protection products.

Input Measurement (Activity)	Output Measurement (Outcome)
Contacts and proposals	Environmental benefits, such as:
Partnerships and projects developed	<ul style="list-style-type: none"> • VOC and HAP reductions resulting from new uses or new products • Other positive environmental impacts resulting from new uses or new products • Changes in environmental aspects of product life-cycle
	Business benefits, such as:
	<ul style="list-style-type: none"> • Product applications developed that have environmental benefits • New products demonstrated • Amount (lbs) of product sold

Goal 3.3 WDNR and CCP explore options for developing partnerships among ECPP and Green Tier participants and other key organizations to develop new construction industry applications and suppliers networks for renewable resource raw materials. For example, evaluate the use of soybean-derived chemical building blocks in construction products and applications.

Input Measurement (Activity)	Output Measurement (Outcome)
Contacts and proposals	Environmental benefits, such as:
Networks developed	<ul style="list-style-type: none"> • VOC and HAP reductions resulting from new uses or new products
Partnerships and projects developed	<ul style="list-style-type: none"> • Amounts of renewable resources and recycled

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<p>content used</p> <ul style="list-style-type: none"> • Other positive environmental impacts resulting from new uses or new products* • Changes in environmental aspects of the product and in its life-cycle impact*
<p>Business benefits, such as:</p> <ul style="list-style-type: none"> • Product applications developed and new products demonstrated that have environmental benefits • Amount (lbs) of product

Goal 3.4 WDNR and CCP explore options with contractors, engineering firms, sewerage agencies, and statewide and national wastewater trade associations for the use of sustainable infrastructure, including cured-in-place pipe (CIPP) for sewer relining and rehabilitation in order to reduce wet weather flow volumes and combined sewer overflows, avoiding the need for building additional wastewater treatment capacity.

Input Measurement (Activity)
<p>Information shared at professional, trade association and other meetings and via the Internet or fact sheets on in-place sewer rehabilitation options</p>
<p>WDNR Information shared with CCP, such as:</p> <ul style="list-style-type: none"> • Wastewater Sewer System Compliance Maintenance Annual Reports • Inclusion of CCP on related rule making information distribution lists
<p>Partnerships and projects developed</p>

Output Measurement (Outcome)
<p>Environmental benefits, such as:</p> <ul style="list-style-type: none"> • Reduced sewer system overflows and bypasses due to infiltration and inflow • Reduced environmental impacts from traditional sewer rehabilitation techniques
<p>Community and Societal benefits, such as:</p> <ul style="list-style-type: none"> • Miles of pipe rehabilitated • Percent of sewer systems rehabilitated • Reductions in wet weather flow volumes and wet weather to dry weather flow ratios • Improvements in community sewerage systems as reflected by sewer collection scores (WDNR NR 208) • Reduced cost of sewer rehabilitation and wastewater treatment plant expansions
<p>Business benefits, such as:</p> <ul style="list-style-type: none"> • Pounds of material supplied

Goal 3.5 WDNR and CCP work together to support and foster the “by-product synergy”

sustainability initiative in southeastern Wisconsin among companies and organizations willing to share information about their waste streams and byproducts and explore opportunities for use of these materials to achieve mutual environmental and economic benefits.

Input Measurement (Activity)
Development of network
Active participation in network by CCP, WDNR and others.
Partnerships or projects developed

Output Measurement (Outcome)
Environmental Benefits, such as:
<ul style="list-style-type: none"> • Changes in the environmental aspects of products produced including resource conservation and toxic materials reduction* • Landfill space conserved
Business Benefits, such as:
<ul style="list-style-type: none"> • Pounds of by-product redirected to beneficial uses by CCP, its customers and other participants* • Amount to money saved and value of new products developed*

Goal 3.6 CCP, with the facilitation of WDNR, explores the options for partnerships and projects with the University of Wisconsin, Milwaukee School of Engineering, UW-Milwaukee Center for Byproduct Utilization and National Science Foundation in developing environmentally preferable and sustainable products through sponsoring resins/coating research at universities or in house at CCP.

Input Measurement (Activity)
Identification of targets for product environmental performance (e.g. maximum VOC or HAP levels and no PBTs)
Contacts and proposals
Partnerships and research projects developed
Ongoing support for research projects as evidenced by:
<ul style="list-style-type: none"> • Researchers and interns supported • Financial or in-kind contributions

Output Measurement (Outcome)
Environmental benefits, such as:
<ul style="list-style-type: none"> • Changes in environmental aspects of the products and in their life-cycle impacts*
Business benefits, such as:
<ul style="list-style-type: none"> • Number of new products developed that have environmental benefits • Number of new products demonstrated

- Evaluation and application of results

Goal 3.7 CCP and WDNR jointly design a permit framework that enables flexibility, innovation and reduced time to market for new CCP products and applications. Included would be an investigation of the value of plant-wide applicability limits for the CCP Saukville air operating permit.

Input Measurement (Activity)	Output Measurement (Outcome)
<p>Management review meetings with schedule developed for activities and responsible individuals</p> <p>Agreement between WDNR and CCP on the approach for, timing and key features of a permit framework and work plan to accomplish</p> <p>Permit framework implemented (could be amendments of existing permits, the Environmental Cooperative Agreement, or a Green Tier 2 contract)</p>	<p>Environmental benefits, such as:</p> <ul style="list-style-type: none"> • Change in environmental aspects of CCP Saukville facility and its products* • Additional environmental benefits from WDNR and CCP spent on more productive activities*
	<p>Business benefits, such as:</p> <ul style="list-style-type: none"> • Amount of time elapsed in preparing and approving new permits and permit modifications for production and equipment changes • Reduced time to market for new CCP products and applications
	<p>Changes in WDNR and CCP staff time and other resources used under new permitting framework compared to traditional.</p>

Goal 3.8 CCP and WDNR explore additional options to enhance market development and environmental stewardship for environmentally beneficial products and applications as they arise.

Input Measurement (Activity)	Output Measurement (Outcome)
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Contacts	To be determined through management reviews (Goal 1.7) and in consultation with the community.
New partnerships, networks or projects	
Training and educational opportunities for the next generation through internships, training and other experiences.	

X. POLLUTION LIMITS.

1. As part of this agreement, CCP shall continue to implement corrective action measures and monitoring agreed to as part of the August 22, 1994 Plan Modification Approval to Impose State Equivalent Corrective Action and the January 10, 1995 Minor Modification of a Plan of Operation - Continuing Corrective Measures, RCRA Facility Investigation Work plan (Attachment 3). Any change to these requirements will be done through WDNR's normal implementation of NR 600 and 700 Wis. Adm. Code series or an equivalent legally binding regulatory process.
2. As long as it continues to use its wastewater incinerator, CCP will continue monitoring flash point and pH to ensure that no hazardous wastes are incinerated in its facility and that the MPPE unit is working as designed. As long as the incinerator operates, CCP will operate it as a Totally Enclosed Treatment Facility (TETF) and under the requirements of the facility's Non-Part 70 Air Operating Permit. If CCP proposes changes in management of these wastewaters (for example off-site management of reaction water from the CCP Saukville facility), CCP and WDNR will cooperatively identify any new requirements that will apply and an efficient process and timeline for the transition prior to changes in management of wastewater.

XI. OPERATIONAL FLEXIBILITY AND VARIANCES.

CCP continues to evaluate the viability of waste minimization, pollution prevention, energy efficiency, and sustainable product design at the Saukville facility, and other facilities in the United States. The technical challenges are often more easily resolved than the administrative barriers normally encountered in a traditional command and control regulatory environment.

This Environmental Cooperative Agreement provides the structural framework for CCP and WDNR to prioritize and focus specified resources. No variances to existing regulations are anticipated to complete the objectives in this agreement. However, CCP shall rely upon the operational flexibility available under the Statute and commitment to deadlines by WDNR and US EPA to enable its continued growth and rapid technical evolution of production of its water-borne polymer dispersion product lines.

As part of this agreement WDNR and CCP will explore the option of creating a facility-wide air pollution control construction and operating permit for CCP Saukville that contains environmental management commitments beyond those ordinarily required by WDNR rules

and operational flexibility for the manufacturing facility. The purpose of this change is to allow CCP the flexibility to modify its operations to rapidly respond to product and technology innovations and market demands, provided CCP remains below the limits established within its permit. If WDNR and CCP decide to develop a facility-wide air construction and operating permit for CCP, the public will have opportunity for input through normal air permit modification and/or environmental cooperative agreement amendment procedures.

XII. BASELINE, PERIODIC PERFORMANCE EVALUATIONS AND MEASUREMENT.

A. CCP and WDNR shall annually repeat the performance evaluation on the anniversary date of the baseline evaluation report submittal or on another date mutually agreed to by WDNR and CCP. CCP shall provide an annual written performance report to WDNR, the Community Advisory Committee, and the Saukville Public Library that includes the following information:

1. Regarding Public Participation (CCP Community Advisory Committee and outreach) provide:
 - Documentation of a viable CCP Advisory Committee that provides input and an ongoing dialogue between CCP and the community on the management system and environmental issues of concern to the community and CCP.
 - Results (environment, economic, or other) of any action or changes in response to input and feedback from the CCP Advisory Committee and community outreach;
 - Changes in public view of CCP environmental performance and current issues indicated by the biennial community surveys.
2. Regarding Commitments to Superior Environmental Performance (protection of the environment and pollution prevention)
 - Document elimination or significant reduction of xylene and other hazardous substances in the waste or wastewater without transferring them to the ecosystem.
 - Results of ongoing monitoring by CCP to ensure that no hazardous wastes are burned at its facility.
 - Documentation of the recovery efficiency of the Macro Porous Polymer Extraction (MPPE) unit, and the management and use of the material that is recovered.
 - Results of xylene and other solvent pollution prevention and any resulting implementation projects.
 - Results of energy conservation feasibility studies and any resulting implementation projects.

- Measure long-term trends in the amount and toxicity of waste generated, pollutants released and energy used as evidenced by:
 - TRI Reporting;
 - Hazardous waste annual reporting;
 - Air emissions reporting;
 - Discharge monitoring to publicly owned treatment works (POTW);
 - Energy usage; and
 - Other parameters as appropriate
 - Qualitative indicators that may be easily understandable to the public
- Progress on development and implementation of a facility-wide pollution prevention assessment including:
 - Development of Design-for-Environment (DfE) products;
 - Adoption of other pollution prevention assessment findings.
- Results of product stewardship and environmental support to customers
- Progress in continuing to implement corrective action measures agreed to under RCRA.
- Any violations found during annual performance reviews conducted of the plant, including correction actions undertaken and timelines for completion.
- Progress on maintenance of a robust Integrated Management System including, but not limited to:
 - Summary of internal and external management system audit findings
 - Non-regulatory environmental aspects that are improved
 - Documentation of changes in stakeholder complaints and satisfaction that their concerns have been addressed
 - Documentation of any changes in the status of CCP's environmental compliance

3. Regarding Flexibility and Cost Savings assess:

- Costs, cost savings, payback times, and return on investment for pollution prevention and energy conservation projects.

- Costs of implementation and maintenance of an Integrated Management System and return on investment.
- Success in reducing the time and money spent by the CCP and WDNR on paperwork and other administrative activities that do not directly benefit the environment.
- New products and production processes and how they were impacted/ or influenced by the integrated management system, pollution prevention projects and environmental regulatory programs.

4. Regarding Overall Success of the Agreement summarize:

- The results of measuring the opinions of the Community Advisory Committee and the surrounding community concerning participation in the Environmental Cooperative Agreement.
- Public recognition or awards resulting from the relating to the Cooperative Agreement and integrated management system.
- The annual achievements, difficulties or other challenges associated with fulfilling the agreement.

5. Regarding progress toward achieving the visions, mission statements and goals listed in Section IX above.

B. CCP and WDNR shall annually report their efforts associated with this agreement and incorporate their report into the annual written performance report prepared by CCP (described in section XII A above.)

XIII. REPORTING OF VIOLATIONS.

Any violations discovered as part of the annual environmental performance evaluation shall be disclosed to WDNR within 45 days of the completion of the evaluation. WDNR shall not take any civil enforcement action to collect forfeitures for any such reported violations if they are corrected within 90 days of notification. This does not exempt CCP from the requirements for immediate notification contained in s. 292.11, Wis. Stats., or any other provisions of law, nor does it preclude WDNR from taking action if it determines that the violations present an imminent threat to public health or the environment or may cause serious harm to public health or the environment, or if WDNR discovers the violations before CCP's disclosure.

If a longer period of time is needed to correct the violations, a compliance schedule can be negotiated and this Agreement modified allowing a compliance schedule of up to 12 months.

XIV. APPLICABLE LAW. The laws of the State of Wisconsin shall govern this Agreement. Except as provided herein, CCP shall at all times comply with all Federal, State and Local laws, ordinances and regulations in effect during the period of this agreement.

XV. ADDRESSEES. All correspondence and communication shall be directed to the

appropriate contact person listed below. Changes in the information listed below shall be forwarded to the other party when effective and shall become part of this agreement without a formal amendment.

Bureau Director
Bureau of Cooperative Environmental Assistance
Wisconsin Department of Natural Resources
PO Box 7921
Madison, WI 53707-7921

IN WITNESS WHEREOF, the parties by their signatures shall cause this agreement to be executed on the date aforementioned.

Signed for and on behalf of:

STATE OF WISCONSIN
DEPARTMENT OF NATURAL RESOURCES

Date: _____ By: _____

Title: _____

Signed for and on behalf of:

COOK COMPOSITES AND POLYMERS CO.

Date: _____ By: _____

Title: _____

Date: _____ By: _____

Title: _____

Date: _____ By: _____

Title: _____

Date: _____ By: _____

Title: _____